

**STATEMENT UNDER 37 CFR 3.73(b)**

Applicant/Patent Owner: Werner OBEREGGER, et al.

Application No./Patent No.: 10/507,525 Filed/Issue Date: September 14, 2004

Entitled: MODIFIED-RELEASE TABLET OF BUPROPION HYDROCHLORIDE

BIOVAIL LABORATORIES INTERNATIONAL S.R.L., a CORPORATION

(Name of Assignee)

(Type of Assignee, e.g., corporation, partnership, government agency, etc.)

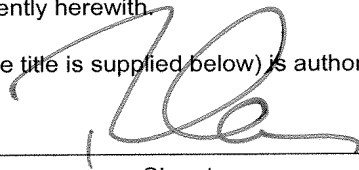
States that it is:

1. ☒ the assignee of the entire right, title, and interest; or  
2. ☐ an assignee of less than the entire right, title and interest.

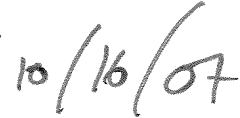
The extent (by, percentage) of its ownership interest is \_\_\_\_\_%

in the patent application/patent identified above by virtue of an assignment from the inventor(s) of the patent application/patent identified above. A copy of the assignment is attached. The assignment was previously recorded or is being recorded concurrently herewith.

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.



Signature



Date

Richard L. Treanor

Printed or Typed Name

703-413-3000

Telephone Number

36,379

Registration Number

D:\OBLON, SPIVAK, MCCLELLAND MAIER &amp; NEUSTA COMPANY:1940 DUKE STREET



## UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND  
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

OCTOBER 10, 2007

PTAS



\*700345096\*

OBLON, SPIVAK, MCCLELLAND MAIER & NEUSTA  
1940 DUKE STREET  
ALEXANDRIA, VA 22314UNITED STATES PATENT AND TRADEMARK OFFICE  
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RECORDATION DATE: 10/05/2007

REEL/FRAME: 019936/0807  
NUMBER OF PAGES: 9BRIEF: OTHER TRANSFER OF RIGHTS BY CORPORATE DISSOLUTION  
DOCKET NUMBER: 315427US2SD

## ASSIGNOR:

BIOVAIL LABORATORIES (2005) INC.

DOC DATE: 01/28/2005

## ASSIGNEE:

BIOVAIL LABORATORIES INTERNATIONAL  
SRL  
BUILDING NO. 2, CHELSTON PARK  
COLLYMORE ROCK  
ST. MICHAEL, BARBADOS

SERIAL NUMBER: 10507525

FILING DATE: 09/14/2004

PATENT NUMBER:

ISSUE DATE:

TITLE: MODIFIED-RELEASE TABLET OF BUPROPION HYDROCHLORIDE

SERIAL NUMBER: 11451496

FILING DATE: 06/13/2006

RECEIVED: 10/11/07  
OBLON, SPIVAK, MCCLELLAND  
MAIER & NEUSTA P.C.  
DOCKETING DEPT.

D:OBLON, SPIVAK, MCCLELLAND MAIER & NEUSTA COMPANY:1940 DUKE STREET

PATENT NUMBER:  
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019936/0807 PAGE 2

SERIAL NUMBER: 10338876 FILING DATE: 01/09/2003  
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PATENT NUMBER: ISSUE DATE:  
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TITLE: MODIFIED RELEASE FORMULATIONS OF AT LEAST ONE FORM OF TRAMADOL

SERIAL NUMBER: 10370109 FILING DATE: 02/21/2003  
PATENT NUMBER: ISSUE DATE:  
TITLE: CONTROLLED RELEASE DOSAGE FORMS

SERIAL NUMBER: 11370842 FILING DATE: 03/09/2006  
PATENT NUMBER: ISSUE DATE:  
TITLE: CHRONOTHERAPEUTIC DILTIAZEM FORMULATIONS AND THE ADMINISTRATION THEREOF

MARY BENTON, EXAMINER  
ASSIGNMENT SERVICES BRANCH  
PUBLIC RECORDS DIVISION

O:OBLO, SPIVAK, MCCLELLAND MAIER &amp; NEUSTA COMPANY:1940 DUKE STREET

OCT. 5. 2007 8:39AM

OBLO SPIVAK

10/05/2007  
700345096

NO. 272 P. 3

Atty Docket No.: 315427US2SD

RECORDATION FORM COVER SHEET  
**PATENTS ONLY**U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark OfficeFORM PTO-1595  
06-04

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Biovail Laboratories (2005) Inc.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☐ Change of Name  
☒ Other Transfer of Rights by Corporate Dissolution

Execution Date: January 28, 2005

2. Name and address of receiving party(ies):

Name: Biovail Laboratories International SRL  
Address: Building No. 2, Chelston Park  
Collymore Rock  
St. Michael  
Barbados

Additional name(s) and address(es) attached? ☐ Yes ☒ No

4. Application number(s) or patent number(s):

- ☐ This document is being filed together with a new application

A. Patent Application No.(s)

SEE ATTACHED ADDENDUM

B. Patent No.(s)

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Customer Number

22850

Tel. (703) 413-3000  
Fax. (703) 413-2220

6. Total applications and patents involved: 7

7. Total fee (37 CFR 3.41): \$280.00

- ☒ Enclosed  
☐ Authorized to be charged to deposit account

8. Deposit account number: 15-0030  
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9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Richard L. Treanor  
Name of Person Signing

Signature

C. Irvin McClelland

Registration Number 21,124

Total number of pages including this cover sheet: 9

Date

Registration Number: 36,379

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OCT. 5. 2007 8:39AM OBLON SPIVAK

NO. 272 P. 4

ADDENDUM

4.(A) Application Numbers:

10/507,525  
11/451,496  
10/338,876  
10/933,479  
10/434,266  
10/370,109  
11/370,842

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11/451,496  
10/338,876  
10/933,479  
10/434,266  
10/370,109  
11/370,842



FORM 24

COMPANY NO. 24914

COMPANIES ACT OF BARBADOS

**CERTIFICATE OF DISSOLUTION**

**BIOVAIL LABORATORIES (2005) INC.**

Name of Company

I hereby certify that the Articles of the above-mentioned company was dissolved under the Companies Act pursuant to:

☒ Section 363, 364 or 366 as set out in the attached Articles of Dissolution

☐ Section 371.

☐ Section 372 or 373 in accordance with the attached court order.

CERTIFIED TRUE COPY

APR 04 2005

*D Beckles*

DEPUTY REGISTRAR  
CORPORATE AFFAIRS AND  
INTELLECTUAL PROPERTY

*uh.*

*by Sep.* Registrar of Companies

January 28th, 2005

Date of Dissolution





COMPANIES ACT OF BARBADOS  
(Section 363 to 370)

**ARTICLES OF DISSOLUTION**

1. Name of Company

**BIOVAIL LABORATORIES (2005) INC.**

Company Number 24914

2. The Company

has not issued any shares ☐

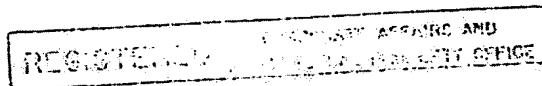
has no property and no liabilities ☒

has voluntarily resolved to liquidate and dissolve ☐

3. Documents and records of the company shall be kept for six years from date of dissolution by:

Name:	<b>Arlene L. Fong</b>
Address:	No. 2 South Point View, Enterprise, Christ Church, Barbados
Occupation:	Business Executive

Date:	<b>January 28, 2005</b>	Signature:	 <b>Arlene L. Fong</b>	Title:	<b>Director</b>
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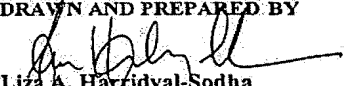


**For Ministry use only**

Company Number: 24914

Filed: 2005 JAN 28

DRAWN AND PREPARED BY

  
Liza A. Harridyal-Sodha  
Attorney-at-Law  
The Savannah Business Centre  
Suite 130, Hastings  
Christ Church, Barbados

COMPANIES ACT CAP. 308

DECLARATION


BIOVAIL LABORATORIES (2005) INC.

I, **ARLENE L. FONG**, Business Executive of No. 2 South Point View, Enterprise, Christ Church, Barbados, a director of **BIOVAIL LABORATORIES (2005) INC.** (the "Company") hereby **DECLARE** to the best of my knowledge and belief that:


1. the Company has ceased to transact business;
2. the Shareholder of the Company has duly passed a Special Resolution authorising the dissolution of the Company pursuant to Section 364 of the Companies Act; and
3. the Company has transferred all of its remaining assets and/or liabilities as of the date hereof to the sole Shareholder of the Company, in accordance with the Dissolution Agreement dated January 28<sup>th</sup>, 2005.

DECLARED by the said  
Arlene L. Fong in Barbados  
This 28<sup>th</sup> day of January, 2005

)  
)  
)

  
Arlene L. Fong

Before me:

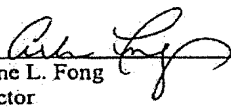
  
Justice of the Peace

Barbados  
in and at the Parish of Christ Church

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JAN 29 2005  
CHRIST CHURCH BARBADOS

28<sup>th</sup> day of January, 2005 and that such resolution is now in full force and effect.

Dated this 28<sup>th</sup> day of January, 2005.

  
Arlene L. Fong  
Director

RECEIVED  
JAN 29 2005  
CHRIST CHURCH BARBADOS

**BIOVAIL LABORATORIES (2005) INC.**

**CERTIFIED SPECIAL RESOLUTION OF THE SHAREHOLDER**

---

**DISSOLUTION OF WHEREAS:**

**THE**

**COMPANY:**

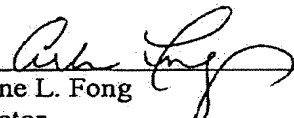
1. It is intended that the Company discontinue its activities in Barbados, and accordingly that the Company be dissolved in accordance with the provisions of the Companies Act Cap. 308 of the laws of Barbados (the "Companies Act"); and
2. It is intended that the Company transfer all of its assets and liabilities (if any) to its Shareholder pursuant to the Dissolution Agreement dated January 28<sup>th</sup>, 2005 (the "Dissolution Agreement").

**BE IT RESOLVED THAT:**

1. The Company be dissolved, in accordance with the provisions of Section 364 of the Companies Act.
2. The properties, assets and liabilities (if any) of the Company be transferred to the Shareholder pursuant to the Dissolution Agreement.
3. The Board of Directors of the Company is hereby authorised to revoke this Special Resolution without approval of the Shareholder of the Company at any time before it is acted upon.
4. Arlene L. Fong of Building No. 2, Chelston Park, Collymore Rock, St. Michael, Barbados be authorised to retain the records of the Company in accordance with the requirements of Section 383 (1) of the Companies Act.

I, ARLENE L. FONG do hereby certify that I am a Director of BIOVAIL LABORATORIES (2005) INC., a company organized and existing under the laws of Barbados and that the above is a true and correct copy of a special resolution of the Shareholders of the Company duly adopted in accordance with the laws of Barbados on the 28<sup>th</sup> day of January, 2005 and that such resolution is now in full force and effect.

Dated this 28<sup>th</sup> day of January, 2005.

  
\_\_\_\_\_  
Arlene L. Fong  
Director



## **DISSOLUTION AGREEMENT**

**THIS AGREEMENT** is made January 28, 2005

**B E T W E E N:**

**BIOVAIL LABORATORIES (2005) INC.**, a corporation existing under the laws of Barbados, with its registered office at Building No. 2, Chelston Park, Collymore Rock, St. Michael, Barbados (the "Transferor")

- and -

**BIOVAIL LABORATORIES INTERNATIONAL SRL**, duly licensed as an International Society with Restricted Liability under the laws of Barbados, with its registered office at Building No. 2, Chelston Park, Collymore Rock, St. Michael, Barbados (the "Transferee")

### **RECITALS:**

- A. The Transferee is the legal and beneficial owner of all the issued and outstanding shares of the capital of the Transferor.
- B. The Transferee, as sole shareholder of the Transferor, has authorized the voluntary dissolution of the Transferor under the Companies Act Cap. 308 of the laws of Barbados (the "Act") and the distribution of all of the Transferor's property to the Transferee on the winding-up of the Transferor.

**THEREFORE**, the parties agree as follows:


- 1. Effective as at the close of business on the date of this Agreement, the Transferor grants, assigns, transfers, conveys and sets over to the Transferee, as part of the winding-up of the Transferor and the distribution thereon of its property to the Transferee, all of the right, title and interest of the Transferor in and to all of its property, assets and business, both real and personal, movable and immovable, wherever situate, including without limiting the generality of the foregoing, all cash on hand and in the bank, accounts receivable, refunds, rebates, contracts and goodwill including, in particular, the goodwill of the name and all rights of whatsoever nature and kind to which the Transferor is entitled.
- 2. The Transferee expressly assumes and undertakes to pay and discharge and to indemnify and save harmless the Transferor in respect of all of the remaining liabilities and obligations of the Transferor (if any), but to the extent only of the amount received by the Transferee on the winding-up and distribution provided for herein and in accordance with any limitations in the Act.
- 3. This Agreement shall not constitute an assignment or attempted assignment of any contract to which the Transferor is a party which is not assignable without the consent or approval of any third party and such consent or approval has not been obtained. Such

contracts shall be held in trust for the Transferee and performed by the Transferee in the name of the Transferor, and all benefits derived thereunder shall be for the account of the Transferee. The Transferee shall indemnify and save harmless the Transferor from and against all liabilities of every nature and kind arising out of or in any way connected with the performance by the Transferee in the name of the Transferor of any such contract not assigned to the Transferee.

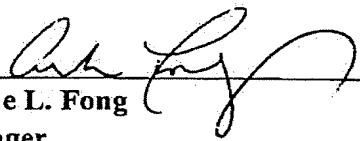
4. The Transferee shall indemnify and save harmless the directors and officers of the Transferor from any and all liabilities of the Transferor, including income taxes, for which the directors and officers of the Transferor may become personally liable by virtue of this Agreement and the distribution of the property of the Transferor to the Transferee resulting from this Agreement.
5.
  - (a) The Transferor constitutes and appoints the Transferee and any director or officer of the Transferee, its successors and assigns, the true and lawful attorney of the Transferor for and in the name of or otherwise on behalf of the Transferor with full power of substitution to do and execute all acts, deeds, matters and things whatsoever necessary for the assignment, transfer and conveyance of any interest in the property, assets and business, both real and personal, movable and immovable, wherever situate of the Transferor to the Transferee, its successors and assigns.
  - (b) The power of attorney set forth above is granted by the Transferor to the Transferee in contemplation of the dissolution of the Transferor, and such power of attorney being coupled with an interest shall not be revoked by the certificate of dissolution being issued by the Registry of Corporate Affairs or be otherwise revoked.
6. The Transferor and the Transferee shall with reasonable diligence do all such things and provide all such reasonable assurances as may be required to consummate the transactions contemplated by this Agreement and each party shall provide such further documents or instruments required by the other party as may be reasonably necessary or desirable to effect the purpose of this Agreement and carry out its provisions.
7.
  - (a) Time is of the essence in the performance of the respective obligations of the Parties hereto.
  - (b) This Agreement is a contract made under and shall be governed by and construed in accordance with the laws of Barbados.
  - (c) This Agreement shall enure to the benefit of and be binding upon the parties and their respective successors and assigns.

IN WITNESS OF WHICH the parties have executed this Agreement on the date first written above.

**BIOVAIL LABORATORIES (2005) INC.**

  
\_\_\_\_\_  
**Arlene L. Fong**  
**Director**

**BIOVAIL LABORATORIES  
INTERNATIONAL SRL**

  
\_\_\_\_\_  
**Arlene L. Fong**  
**Manager**

OBLON, SPIVAK, MCCLELLAND, MAIER, ET AL COMPANY:1940 DUKE STREET



## UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND  
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ALEXANDRIA, VIRGINIA 22314

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RECORDATION DATE: 10/05/2007

REEL/FRAME: 019936/0816  
NUMBER OF PAGES: 13

BRIEF: MERGER (SEE DOCUMENT FOR DETAILS).

## ASSIGNOR:

BIOVAIL LABORATORIES INCORPORATED

DOC DATE: 01/27/2005

## ASSIGNEE:

BIOVAIL LABORATORIES (2005) INC.  
BUILDING NO 2, CHELSTON PARK  
COLLYMORE ROCK  
ST. MICHAEL, BARBADOS

SERIAL NUMBER: 10507525

FILING DATE: 09/14/2004

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TITLE: MODIFIED-RELEASE TABLET OF BUPROPION HYDROCHLORIDE

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RECEIVED: 10/17/07

OBLON, SPIVAK, MCCLELLAND  
MAIER & NEUSTADT, P.C.

DOCKETING DEPT.

Initials/Date Docketed:

P.O. Box 1450, Alexandria, Virginia 22313-1450 - www.uspto.gov

Type of Resp(s):

Due Date(s):

019936/0816 PAGE 2

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SERIAL NUMBER: 11003028 FILING DATE: 12/03/2004  
PATENT NUMBER: ISSUE DATE:  
TITLE: MODIFIED-RELEASE COMPOSITIONS OF AT LEAST ONE FORM OF VENLAFAXINE

ALLYSON PURNELL, EXAMINER  
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PUBLIC RECORDS DIVISION



OBLON, SPIVAK, MCCLELLAND, MAIER, ET AL COMPANY:1940 DUKE STREET

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Atty Docket No.: 315427US2SD

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7. Total fee (37 CFR 3.41): \$320.00

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Richard L. Treanor

Name of Person Signing

Signature

Date

Registration Number: 36,379

C. Irvin McClelland  
Registration Number 21,124

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OCT. 5. 2007 8:43AM OBLON SPIVAK NO. 273 P. 4

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11/370,842  
11/003,028

Received at: 10/11/2007 05:23PM

USPTO 10/11/2007 5:21:45 PM PAGE 1/005 Fax Server  
OBLON, SPIVAK, MCCLELLAND, MAIER, ET AL COMPANY:1940 DUKE STREET



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Atty Docket No.: 315427US2SD

FORM PTO-1595  
06-04

RECORDATION FORM COVER SHEET  
**PATENTS ONLY**

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.

<b>1. Name of conveying party(ies):</b> Biovail Laboratories Incorporated  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>2. Name and address of receiving party(ies):</b> Name: Biovail Laboratories (2005) Inc. Address: Building No 2, Chelston Park Collymore Rock St. Michael Barbados  Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>3. Nature of Conveyance:</b> <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other  Execution Date: January 27, 2005	

**4. Application number(s) or patent number(s):**  
☐ This document is being filed together with a new application

A. Patent Application No.(s) B. Patent No.(s)

**SEE ATTACHED ADDENDUM**

Additional numbers attached? ☒ Yes ☐ No

<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b>  Customer Number <b>22850</b> Tel. (703) 413-3000 Fax. (703) 413-2220	<b>6. Total applications and patents involved:</b> 8  <b>7. Total fee (37 CFR 3.41):</b> \$320.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account  <b>8. Deposit account number:</b> 15-0030 (Attach duplicate copy of this page if paying by deposit account)
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**DO NOT USE THIS SPACE**

**9. Statement and signature**

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Richard L. Treanor  
Name of Person Signing

  
Signature

10-4-07  
Date

Registration Number: 36,379

C. Irvin McClelland  
Registration Number 21,124

Total number of pages including this cover sheet: 13

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Director of the United States Patent and Trademark Office**  
**Mail Stop Assignment Recordation Services**  
**Alexandria, Virginia. 22313**

## ADDENDUM

### 4.(A) Application Numbers:

10/507,525  
11/451,496  
10/338,876  
10/933,479  
10/434,266  
10/370,109  
11/370,842  
11/003,028



CERTIFIED TO BE A TRUE COPY  
*[Signature]*  
LIZA HARRIDYAL-SODHA  
ATTORNEY-AT-LAW

FORM 16

COMPANY NO. 24914

COMPANIES ACT OF BARBADOS

## CERTIFICATE OF AMALGAMATION

BIOVAIL LABORATORIES (2005) INC.

Name of Company

I hereby certify that the above-mentioned Company resulted from the amalgamation of the companies as set out in the attached Articles of Amalgamation.

*[Signature]*  
\_\_\_\_\_  
Dep. Registrar of Companies

January 27th, 2005

Date of Amalgamation



## COMPANIES ACT OF BARBADOS

## REQUEST FOR NAME SEARCH AND NAME RESERVATION

1. Name, Address and telephone number of person making request:

**Liza A. Harridyal-Sodha**  
**The Savannah Business Centre**  
**Suite 130, Hastings**  
**Christ Church, Barbados**

Telephone Number: **246-228-9888**

2. Proposed name or names in order of preference

(a) **BIOVAIL LABORATORIES (2005) INC.**  
(b)  
(c)

3. Main types of business the company carries on or proposes to carry on:

(a) **International Business Company under the provisions of the International Business**  
(b) **Companies Act, 1991-24 – Pharmaceutical sales and distribution under Section 6**  
**International Trade & Commerce**

4. Derivation of name: **Subsidiary Company**

5. First name available to be reserved: Yes ☒ No ☐

6. Name is for: **Amalgamation**

7. If for a change of name, state present name of company: **N/A**

8. If for an amalgamation, state names of amalgamating companies:

**BIOVAIL LABORATORIES INCORPORATED**  
**BIOVAIL HOLDINGS LTD.**

For Ministry use only

**APPROVED**

Name reserved until (specify date)

1 ☐  
2 ☐  
3 ☐

Date received:

**2005-01-27**

For Director

**REGISTERED**

See attached letter if name is not reserved

Request received by:

**D. Blackman**



COMPANIES ACT OF BARBADOS  
(Section 211)  
**ARTICLES OF AMALGAMATION**

1. Name of Company

**BIOVAIL LABORATORIES (2005) INC.**

2. Company Number **24 914**

3. The classes and any maximum number of shares that the Company is authorized to issue.

**The company shall be authorised to issue an unlimited number of Common shares**

4. Restrictions if any on share transfers

**No share in the capital of the Company shall be transferred without the approval of the directors of the Company or of a committee of such directors, evidenced by resolution. The directors may, in their absolute discretion and without assigning any reasons therefor, decline to register any transfer of any share.**

5. Number (or minimum and maximum number) of Directors

**There shall be a minimum of two (2) and a maximum of ten (10) directors.**

6. Restrictions if any on business the company may carry on

**The Company shall not engage in any business other than international business as defined in the International Business Companies Act, 1991-24**

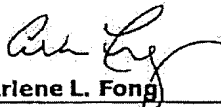
7. Other provisions if any

**The Company shall not either directly or through other persons offer to the public, for subscription or purchase, any shares or debentures of the Company.**

- 8.

Name of amalgamating Companies	Company Number
1. <b>BIOVAIL LABORATORIES INCORPORATED</b>	<b>23491</b>
2. <b>BIOVAIL HOLDINGS LTD.</b>	<b>6840</b>

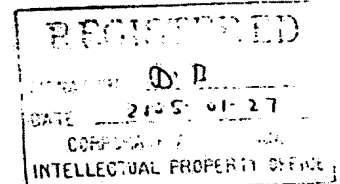
- 9.

Date:		Signature:		Title:	
	<b>January 27, 2005</b>		<b>Arlene L. Fong</b>		<b>Director</b>

**For Ministry use only**

Company Number: **24 914**

Filed: **2005-01-27**





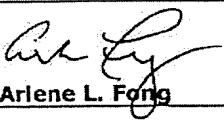


COMPANIES ACT OF BARBADOS  
(Section 169(1) and (2))

**NOTICE OF ADDRESS  
OR  
NOTICE OF CHANGE OF ADDRESS OF REGISTERED OFFICE**

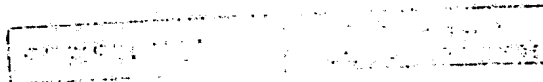
1. Name of Company  
**BIOVAIL LABORATORIES (2005) INC.**
2. Company Number **24917**
3. Address of Registered Office  
**Building No. 2, Chelston Park  
Collymore Rock  
St. Michael  
Barbados**
4. Mailing Address  
**Building No. 2, Chelston Park  
Collymore Rock  
St. Michael  
Barbados**
5. If change of address, give previous address of Registered Office.  
**N/A**

6.

Date:		Signature:		Title:	
	<b>January 27, 2005</b>		<b>Arlene L. Fong</b>		<b>Director</b>

---

**For Ministry use only**

Company Number: **24917**Filed: **2005 01-27**



COMPANIES ACT OF BARBADOS  
(Sections 66 & 74)

**NOTICE OF DIRECTORS  
OR  
NOTICE OF CHANGE OF DIRECTORS**

1. Name of Company  
**BIOVAIL LABORATORIES (2005) INC.**
2. Company Number **24914**

3. Notice is given that on the 27<sup>th</sup> day of January, 2005 the following person(s) was / were appointed director(s)

Name	Residential Address	Occupation
Eugene N. Melnyk	Beach House, Crane, St. Philip, Barbados	Business Executive
Arlene L. Fong	2 South Point View, Enterprise, Atlantic Shores, Christ Church, Barbados	Business Executive
Paul W. Haddy	B26 Graeme Hall Park, Christ Church, Barbados	Business Executive

4. Notice is given that on the       day of       the following person(s) ceased to hold office as director(s)

Name	Residential Address
N/A	

5. The directors of the company as of this date are:

Name	Residential Address	Occupation
Eugene N. Melnyk	Beach House, Crane, St. Philip, Barbados	Business Executive
Arlene L. Fong	2 South Point View, Enterprise, Atlantic Shores, Christ Church, Barbados	Business Executive
Paul W. Haddy	B26 Graeme Hall Park, Christ Church, Barbados	Business Executive

6. Date:

January 27, 2005

Signature:

Arlene L. Fong

Title:

Director

For Ministry use only

Company Number: 24914

Filed: 2005 01-27



**COMPANIES ACT OF BARBADOS**  
*(Sections 211)*

**ARTICLES OF AMALGAMATION**

Name of Company:

Company No.

24417

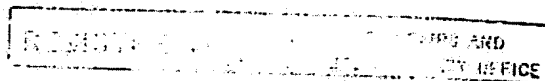
**BIOVAIL LABORATORIES (2005) INC.**

**EXHIBIT C**

**RESOLVED** as a Special Resolution of **BIOVAIL HOLDINGS LTD.**  
**("BHL"):**

1. Pursuant to section 208 of the Companies Act, that BHL amalgamate with **Biovail Laboratories Incorporated ("BLI")**
2. That the terms of the Amalgamation Agreement, and the amalgamation of BHL and BLI in accordance with the terms thereof, be approved, ratified and confirmed.
3. That the Articles of Amalgamation in the form annexed hereto, be filed with the Registrar of Corporate Affairs, Barbados, as the Articles of Amalgamation of the Amalgamated Company (as defined in the Amalgamation Agreement), and specifically the following terms thereof, be approved:
  - (a) the name of the Amalgamated Company shall be **Biovail Laboratories (2005) Inc.**;
  - (b) the authorisation for the Amalgamated Company to issue an unlimited number of Common Shares;
  - (c) the inclusion of the stated restrictions on transfer on the shares of the Amalgamated Company;
  - (d) the provision for a minimum of two (2) and a maximum of ten (10) directors of the Amalgamated Company;
  - (e) the restrictions on business activity of the Amalgamated Company to ensure compliance with the regulatory requirements applicable to international business companies; and
  - (f) the restrictions on a public distribution of the securities of the Amalgamated Company;

(each of the Amalgamation Agreement, the Articles of Amalgamation and all other documents to effect the amalgamation of BHL and BLI together with (i) any and all revisions or amendments thereto and all substitutions and replacements therefor on the terms and conditions therein provided, and (ii) all further documents as contemplated in the above resolutions, including without limitation a special resolution of the shareholder of each of BLI and BHL, to approve the Amalgamation, referred to collectively as the "Amalgamation Documents").
4. That any one officer or director of BHL is authorized and directed on behalf of BHL to deliver Articles of Amalgamation, in duplicate, in the prescribed form to the appropriate authorities under the Companies Act and to sign and execute all Amalgamation Documents and do all things necessary in connection with the foregoing.



COMPANIES ACT OF BARBADOS  
(Sections 211)

ARTICLES OF AMALGAMATION

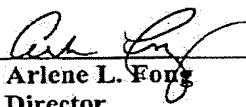
Name of Company:

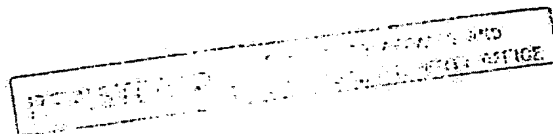
Company No. 24917

BIOVAIL LABORATORIES (2005) INC.

I, Arlene L. Fong, do hereby certify that I am a Director of BIOVAIL HOLDINGS LTD., an international business company incorporated and existing under the Laws of Barbados, and that the above is a true and correct copy of the Special Resolution duly adopted by Biovail Holdings Ltd. in accordance with the Laws of Barbados on 27<sup>th</sup> day of January, 2005 and that such resolution is now in full force and effect.

Dated this 27<sup>th</sup> day of January, 2005.

  
Name: Arlene L. Fong  
Title: Director



**COMPANIES ACT OF BARBADOS**  
*(Sections 211)*

**ARTICLES OF AMALGAMATION**

Name of Company:

Company No. 24917

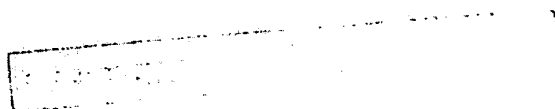
**BIOVAIL LABORATORIES (2005) INC.**

**EXHIBIT B**

**RESOLVED** as a Special Resolution of **BIOVAIL LABORATORIES INCORPORATED ("BLI")**:

1. Pursuant to section 208 of the Companies Act, that BLI amalgamate with **Biovail Holdings Ltd. ("BHL")**.
2. That the terms of the Amalgamation Agreement, and the amalgamation of BLI and BHL in accordance with the terms thereof, be approved, ratified and confirmed.
3. That the Articles of Amalgamation in the form annexed hereto, be filed with the Registrar of Corporate Affairs, Barbados, as the Articles of Amalgamation of the Amalgamated Company (as defined in the Amalgamation Agreement), and specifically the following terms thereof, be approved:
  - (a) the name of the Amalgamated Company shall be **Biovail Laboratories (2005) Inc.**
  - (b) the authorization for the Amalgamated Company to issue an unlimited number of Common Shares;
  - (c) the inclusion of the stated restrictions on transfer on the shares of the Amalgamated Company;
  - (d) the provision for a minimum of two (2) and a maximum of ten (10) directors of the Amalgamated Company;
  - (e) the restrictions on business activity of the Amalgamated Company to ensure compliance with the regulatory requirements applicable to international business companies; and
  - (f) the restrictions on a public distribution of the securities of the Amalgamated Company;

(each of the Amalgamation Agreement, the Articles of Amalgamation and all other documents to effect the amalgamation of BLI and BHL together with (i) any and all revisions or amendments thereto and all substitutions and replacements therefor on the terms and conditions therein provided, and (ii) all further documents as contemplated in the above resolutions, including without limitation a special resolution of the shareholder of each of BLI and BHL, to approve the Amalgamation, referred to collectively as the "Amalgamation Documents").
4. That any one officer or director of BLI is authorized and directed on behalf of BLI to deliver Articles of Amalgamation, in duplicate, in the prescribed form to the appropriate authorities under the Companies Act and to sign and execute all Amalgamation Documents and do all things necessary in connection with the foregoing.



**COMPANIES ACT OF BARBADOS**  
*(Sections 211)*

**ARTICLES OF AMALGAMATION**

Name of Company:

Company No.

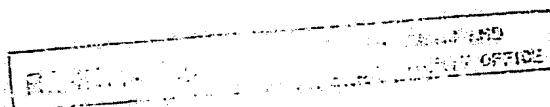
**BIOVAIL LABORATORIES (2005) INC.**

29917

I, **Arlene L. Fong**, do hereby certify that I am a Director of **BIOVAIL LABORATORIES INCORPORATED**, an international business company incorporated and existing under the Laws of Barbados, and that the above is a true and correct copy of the Special Resolution duly adopted by Biovail Laboratories Incorporated in accordance with the Laws of Barbados on 27<sup>th</sup> day of January, 2005 and that such resolution is now in full force and effect.

Dated this 27<sup>th</sup> day of January, 2005.

  
Name: **Arlene L. Fong**  
Title: **Director**



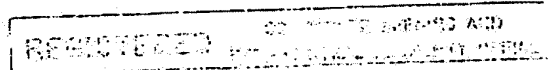
**THE COMPANIES ACT OF BARBADOS**  
(Section 211(2))

**STATUTORY DECLARATION OF THE DIRECTOR**  
**OF**  
**BIOVAIL LABORATORIES INCORPORATED**  
**AND**  
**BIOVAIL HOLDINGS LTD.**

---

I, **ARLENE L. FONG**, Business Executive of No. 2 South Point View, Enterprise, Christ Church, Barbados, MAKE OATH AND SAY as follows:

1. That I am a Director of each of Biovail Laboratories Incorporated ("BLI") and Biovail Holdings Ltd. ("BHL").
2. That BLI has agreed to amalgamate with BHL, in accordance with section 206 of the Companies Act, Cap. 308 of the laws of Barbados and in accordance with the terms of the amalgamation agreement dated the 27<sup>th</sup> day of January, 2005, (the "Amalgamation Agreement") filed herewith and annexed as Exhibit "A" and that the facts stated therein are true and correct to the best of my knowledge, information and belief.
3. That the Amalgamation Agreement was adopted by each of BLI and BHL, the execution thereof being duly authorised by special resolution of the sole shareholder of each of BLI and BHL, certified copies of which are filed herewith and annexed as Exhibits "B" and "C", respectively.
4. That I have reviewed the financial statements for each of BLI and BHL prepared for the period ending December 31<sup>st</sup>, 2004, and on the basis thereof, to the best of my knowledge information and belief, the balance sheet represents the assets and liabilities of each of BLI and BHL as at the date thereon, and provides reasonable grounds for believing that:-
  - (a) each of BLI and BHL are able to pay its liabilities as they become due; and
  - (b) no creditor of BLI and BHL will be prejudiced by the amalgamation




THE COMPANIES ACT OF BARBADOS  
(Section 211(2))

STATUTORY DECLARATION OF DIRECTOR  
OF  
BIOVAIL LABORATORIES INCORPORATED  
AND  
BIOVAIL HOLDINGS LTD.

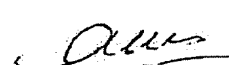
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5. That I have reviewed the pro-forma financial statements for BLI and BHL (the "Amalgamated Companies"), annexed to the Amalgamation Agreement, and on the basis thereof, to the best of my knowledge information and belief, the balance sheet represents the consolidation of the assets and liabilities of each of BLI and BHL, and provides reasonable grounds for believing that:-
- (a) the Amalgamated Companies will be able to pay its liabilities as they become due; and
  - (b) the realisable value of the assets of the Amalgamated Companies will not be less than the aggregate of its liabilities and stated capital of all classes.

SWORN TO by the said  
ARLENE L. FONG at  
Bridgetown, Barbados this 27<sup>th</sup>  
day of January, 2005.

)  
)  
)  
)  
  
Arlene L. Fong

Before me:

  
Justice of the Peace  
**R. A. GIBBS**  
Justice Of The Peace  
in and of the Island of Barbados